

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
HOUSTON DIVISION**

<hr style="border: 0.5px solid black;"/> <div style="display: flex; justify-content: space-between;"><div style="width: 45%;"><p>In re:</p><p>SouthRock Capital Ltda., <i>et al.</i><sup>1</sup></p><p style="text-align: center;">Debtors in a Foreign Proceeding.</p></div><div style="width: 5%; text-align: center;"><p>§</p><p>§</p><p>§</p><p>§</p><p>§</p><p>§</p><p>§</p><p>§</p></div><div style="width: 50%; vertical-align: top;"><p>Case No. 24-90398 (CML)</p><p>Chapter 15</p><p>(Joint Administration Pending)</p></div></div>
---

---

**CERTIFICATE OF COUNSEL WITH RESPECT TO THE STIPULATION AND  
ORDER GRANTING EMERGENCY MOTION OF FOREIGN REPRESENTATIVE  
FOR PROVISIONAL RELIEF PURSUANT TO  
BANKRUPTCY CODE SECTIONS 1519, 1521 AND 362  
(Relates to ECF Nos. 9 and 10)**

Pursuant to the *Procedures for Complex Chapter 11 Cases in the Southern District of Texas*, the undersigned counsel to the Foreign Representative of the above-captioned debtors in a foreign proceeding certifies as follows:

1. On June 12, 2024, the Foreign Representative filed *Joint Verified Petition for Recognition of Foreign Main Proceedings and Motion for Order Granting Related Relief Pursuant to Bankruptcy Code Sections 1515, 1517, 1520 and 1521* (ECF No. 9) (“Verified Petition”).
2. Also on June 12, 2024, the Foreign Representative filed *Emergency Motion of Foreign Representative for Provisional Relief Pursuant to Bankruptcy Code Sections 1519, 1521, 362 and 105* (ECF No. 10) (“Provisional Relief Motion”).

---

<sup>1</sup> The debtors in these chapter 15 cases, along with the last four digits of each debtor’s Brazilian tax identification number, are as follows: (a) SouthRock Capital Ltda. (01-35); (b) Americana Franquia S.A. (01-51); (c) Brazil Airport Restaurantes S.A. (01-73); (d) HB Participações S.A. (01-57); (e) SRC 5 Participações Ltda. (01-02); (f) SRC 6 Participações Ltda. (01-41); (g) SRC Holding Participações S.A.(01-74); (h) SR N Participações S.A. (01-01); (i) Star Participações S.A. (01-09); (j) Starbucks Brasil Comércio de Cafés Ltda. (01-00); (k) SW do Brasil Ltda. (01-20); (l) SW Stores do Brasil Ltda. (01-36); and (m) Wahalla Ltda. (01-10). The Debtors’ mailing and service address is Avenida Paulista, 1294, 14º andar, sala 14, Bela Vista, Sao Paulo/SP, CEP 01310-915, Brazil.

3. On June 14, 2024, Banco Votorantim S.A. (“Banco Votorantim”) filed *Limited Objection to the Emergency Motion of Foreign Representative for Provisional Relief* (ECF No. 16).

4. On June 14, 2024, Banco Modal S.A. (Banco Modal”) filed *Limited Objection and Reservation of Rights to the Emergency Motion of Foreign Representative for Provisional Relief Pursuant to Bankruptcy Code Sections 1519, 1521, 362 and 105* (ECF No. 17).

5. On June 14, 2024, Ativos Especiais III - Fundo de Investimento em Direitos Creditórios and Ativos Especiais II - Fundo de Investimento em Direitos Creditórios – NP (the “Ativos Funds”) filed *Ativos Funds’ Limited Objection to Emergency Motion of Foreign Representative for Provisional Relief* (ECF No. 18).

6. On June 14, 2024, Ibiuna Crédito Gestão de Recursos Ltda., Travessia Securitizadora de Créditos Financeiros S.A. and Travessia Securitizadora de Créditos Financeiros XXXII S.A. (the “Ibiuna Parties”) filed *The Ibiuna Creditor’s Objection, Reservation of Rights, and Joinder in Opposition to Emergency Motion of Foreign Representative for Provisional Relief Pursuant to Bankruptcy Code Sections 1519, 1521, 362, and 105* (ECF No. 24).

7. On June 14, 2024, the Court held a hearing on the Verified Petition and Provisional Relief Motion.

8. During the June 14, 2024 hearing, the Court instructed the Foreign Representative and the parties objecting to the Provisional Relief Motion to submit a revised proposed order granting the Provisional Relief Motion as directed on the record.

9. Banco Modal refused to sign the attached stipulation and proposed order granting Provisional Relief Motion.

10. The undersigned counsel certifies that the attached stipulation and proposed order incorporates the comments from the Ativos Funds, the Ibiuna Parties, and Banco Votorantim, and resolves their objections to the Provisional Relief Motion. A redline reflecting the changes to the proposed order is attached hereto.

Respectfully submitted this 20<sup>th</sup> day of June, 2024.

**QUINN EMANUEL URQUHART &  
SULLIVAN, LLP**

/s/ Patricia B. Tomasco

Patricia B. Tomasco

SBN 01797600

S.D. Tex. Fed. No. 10142

Joanna D. Caytas

SBN 24127230

S.D. Tex. Fed. No. 3630347

Razmig Izakelian (*pro hac vice*)

Alain Jaquet (*pro hac vice*)

700 Louisiana Street, Suite 3900

Houston, Texas 77002

Telephone: 713-221-7000

Facsimile: 713-221-7100

Email: pattytomasco@quinnemanuel.com

Email: joannacaytas@quinnemanuel.com

Email: razmigizakelian@quinnemanuel.com

Email: alainjaquet@quinnemanuel.com

**COUNSEL FOR FABIO D. ROHR,  
FOREIGN REPRESENTATIVE**

**Certificate of Service**

I certify that on June 20, 2024, I caused a copy of the foregoing document to be served by the Electronic Case Filing System for the United States Bankruptcy Court for the Southern District of Texas.

/s/ Patricia B. Tomasco

Patricia B. Tomasco